

THE SOCIETY

1.0 Name of Society

1.1 The name of the Society is the Health and Safety Association of New Zealand Incorporated ("the Society").

1.2 The Society is constituted by resolution dated 14th August 2014.

2.0 Registered Office

2.1 The Registered Office of the Society is Level 6, 108 the Terrace, Wellington, 6011.

3.0 Purposes of Society

3.1 The purposes of the Society are to:

- a) Promote and influence excellent health and safety outcomes for everyone in New Zealand;
- b) Advance the health and safety professions in New Zealand;
- c) Enable collaboration between diverse health and safety professions to promote and develop excellence in health and safety practice; and

3.2 Pecuniary gain is not a purpose of the Society.

4.0 Objectives of Society

4.1 The objectives of the Society include:

- **Professional Standards** – Engaging with the education sector to raise the level of the health and safety curriculum content, in order to enhance the credibility and recognition of the health and safety professions.
- **Professional Excellence** – Promoting robust collaboration between health and safety professions.
- **Industry Advocacy** – Through our diverse voice promoting and influencing public policy and resource allocation decisions.
- **Health and Safety Leadership** – Engaging with communities and businesses to provide informed assurance on health and safety.
- **Stakeholder Engagement** – Increasing the visibility and reputation of the health and safety professions.

4.2 Unless otherwise prohibited by these rules ("the Rules"), the Society may do anything necessary or helpful to the above objectives.

MANAGEMENT OF THE SOCIETY

5.0 Managing Committee

- 5.1 The Society shall have a managing committee (“Governance Group”), comprising the following persons:
- a) The chairperson (“Chairperson”);
 - b) The secretary (“Secretary”);
 - c) The treasurer (“Treasurer”); and
 - d) Such other persons as appointed or elected under these Rules (“Governance Group Members”).
- 5.2 Members of the Governance Group (“Governance Group Members”) must be natural persons appointed in accordance with rule 8.1 or nominated in accordance with rule 10 of these Rules.
- 5.3 There shall be a minimum of three Governance Group Members and, unless determined otherwise under clause 8.1(b), a maximum number equal to the number of Full Members of the Society plus an independent chair.
- 6.0 Role of the Governance Group**
- 6.1 The role of the Governance Group is to:
- a) Manage, direct, and supervise the management, operation, and affairs of the Society, including the Society’s strategic direction;
 - b) Carry out the purposes of the Society, and use Society money or other assets to do that;
 - c) Manage the Society’s funds, assets, and financial affairs, including approving the annual budget, and financial statements presented to the members of the Society (“Members”) at the annual general meetings (“AGMs”);
 - d) Ensure that all Members follow the Rules;
 - e) Decide the times and dates for meetings, and set the agenda for meetings;
 - f) Decide the procedures for dealing with complaints; and
 - g) Set membership fees, including subscriptions and levies.
- 6.2 The Governance Group has all of the powers of the Society, unless the Governance Group’s power is limited by these Rules or by a majority decision of the Society.
- 6.3 All decisions of the Governance Group shall be by a majority vote. In the event of an equal vote, the Chairperson shall have a casting vote, that is, a second vote.
- 6.4 Decisions of the Governance Group bind the Society, unless the Governance Group’s power is limited by these Rules or by the relevant majority decision of the Society.
- 6.5 The Governance Group may form a sub-committee of any number of its members to be responsible for particular functions or purposes. The Governance Group, whether advisory or not, may delegate any of its functions or powers to any such sub-committee.
- a) All sub-committees are governed by Terms of Reference approved by the Governance Group from time to time;

- b) Sub-committees must provide regular updates to the Governance Group in accordance with their Terms of Reference or as otherwise required by the Governance Group in the circumstances;
- c) The Governance Group may stipulate that all or any particular decisions of a sub-committee must be ratified by the Governance Group in order to be legally binding.

7.0 Roles of Governance Group Members

7.1 The Chairperson is responsible for:

- a) Ensuring that the Rules are followed;
- b) Convening meetings and establishing whether or not a quorum (two-thirds of the Governance Group) is present;
- c) Chairing meetings;
- d) Being a conduit between the Society and government agencies and other agencies; and
- e) Preparing reports for the AGM on the activities of the Society.

7.2 The Secretary is responsible for:

- a) Recording the minutes of meetings;
- b) Keeping the Register of Members;
- c) Holding the Society's records, documents, and books except those required for the Treasurer's function;
- d) Receiving and replying to correspondence as required; and
- e) Advising the Registrar of Incorporated Societies of any changes to these Rules.

7.3 The Treasurer is responsible for:

- a) Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
- b) Preparing annual financial statements for presentation at each AGM;
- c) Providing a financial report at each AGM; and
- d) Providing financial information to the Governance Group as the Governance Group determines.

8.0 Appointment of Governance Group Members

8.1 At a general meeting, the Full Members (as defined in rule 13.4) may decide by majority vote:

- a) How large the Governance Group will be;
- b) Who shall be the Chairperson, Secretary, and Treasurer;
- c) Who shall be General Governance Group Members; and
- d) Whether any Governance Group Member may hold more than one position as an officer.

8.2 For the avoidance of doubt, rule 8.1(b) does not prevent the election of any person to the Governance Group under rule 10.2. Where the Chairperson, Secretary and Treasurer are not appointed under rule 8.1(b), the roles must be filled through the election process detailed under rule 10.2.

8.3 An Applicant for membership of the Society, upon becoming a Full Member under rule 14, is entitled to appoint a person to the role of a General Governance Group Member, and that person will hold office until the first AGM after the applicant (the "Applicant") becomes a Full Member unless elected in accordance with clause 10, in which case they shall continue in office.

8.4 Governance Group members are elected for terms of two years. They may be re-elected for a maximum of two subsequent terms.

9.0 Cessation of Governance Group Membership

9.1 Persons cease to be Governance Group Members when:

- a) They resign by giving written notice to the Governance Group;
- b) They are removed by majority vote of the Society at a Society Meeting; or
- c) Their Term expires.

9.2 If a person ceases to be a Governance Group Member, that person must, within one month, give to the Governance Group all Society documents and property.

10.0 Nomination of Governance Group Members

10.1 Where Governance Group Members are not appointed under rule 8.1(b), their election shall take place at an AGM.

10.2 Nominations for Governance Group Members shall be called for at least 28 days before an AGM. Each Full Member may nominate one candidate for each of the roles of Chairperson, Secretary, and Treasurer (where those roles are subject to election under this rule) and any other officer position on the Governance Group, and any number of candidates for General Governance Group Member positions up to the number of General Governance Group Members permitted on the Governance Group (being the total number of Governance Group Member positions less the number of officer positions on the Governance Group). Nominations shall close at 5pm on the fifth day before the AGM. All retiring Governance Group Members shall be eligible for re-election.

10.3 Where only one nomination is received for an officer position on the Governance Group that person shall be elected unopposed. Where two or more nominations are received, an election shall be conducted with each Full Member having one vote. The election shall be by a majority vote.

10.4 Where the nominations for General Governance Group Members are less than or equal to the number of General Governance Group Member positions, all the persons nominated shall be elected unopposed. Where there are more nominations for General Governance Group Members than the number of General Governance Group Member positions, an election shall be conducted with each Full Member having one vote for each General Governance Group Member position. A Full Member may not cast more than one vote for

any given nominee. The nominees receiving the highest number of votes shall be elected in descending order until the General Governance Group Member positions are filled. In the event of a tie, the Chairperson will determine the election of the nominees in the tie by random selection.

- 10.5 Where a Governance Group Member does not complete their full Term, the Full Member or Members who nominated the departing Governance Group Member will nominate a replacement for that Governance Group Member for the remainder of their Term within 28 days of the Governance Group Member's departure, unless that departure falls within 60 days of an AGM. The person nominated as a replacement for the departing Governance Group Member will be deemed to be elected.

11.0 Governance Group Meetings

- 11.1 The Governance Group should meet as often as necessary to properly manage the affairs of the Society, but it must meet at least once every four months ("Governance Group Meeting"). Any Governance Group Member may require a Governance Group Meeting to be held.
- 11.2 Governance Group Meetings must be held according to the Rules, at a place and time the Governance Group determines and may be held via video or telephone conference, or other formats as the Governance Group may decide.
- 11.3 No Governance Group Meeting may be held unless a quorum of more than two-thirds of the Governance Group Members attend.
- 11.4 Where a Governance Group Member cannot attend a Governance Group Meeting, that Governance Group Member may nominate an alternate person to attend that Governance Group Meeting in his or her place.
- 11.5 If within half an hour after the time appointed for a Governance Group Meeting a quorum is not present, the meeting, if convened upon request of the Members, shall be dissolved. In any other case, the Governance Group Meeting shall stand adjourned to a day, time and place determined by the Chairperson of the Society. If at such adjourned Governance Group Meeting, a quorum is not present the meeting shall be dissolved without further adjournments.
- 11.6 Notice of a Governance Group Meeting is to be given in the way determined by the Governance Group. In the case of a special Governance Group Meeting, a minimum of 14 days' notice must be given. This may be shortened if there is unanimous agreement from the Governance Group Members before the time appointed for the meeting.
- 11.7 The Chairperson shall chair Governance Group Meetings, or if the Chairperson is absent, the Governance Group shall elect a Governance Group Member to chair that meeting.
- 11.8 Decisions of the Governance Group shall be by majority vote.
- 11.9 The Chairperson or person acting as Chairperson has a casting vote, that is, a second vote.
- 11.10 Only Governance Group Members present at a Governance Group Meeting may vote at that Governance Group Meeting.

11.11 Minutes must be kept of all Governance Group Meetings and provided to Governance Group Members within 28 days of the meeting.

11.12 Subject to these Rules, the Governance Group may regulate its own practices.

12.0 Resolutions of the Governance Group without meeting

12.1 A written resolution signed by each Governance Group Member is as valid and effectual as if it had been passed at a Governance Group Meeting that was properly called and held.

12.2 A resolution made in accordance with 12.1 may consist of several documents in like form, each signed by all Governance Group Members.

12.3 All resolutions must be notified at the next general meeting.

SOCIETY MEMBERSHIP

13.0 Types of Members

13.1 The Society is an association of associations.

13.2 Membership of the Society is open to associations (whether incorporated or unincorporated) that represent professions working within the workplace health and safety sector in New Zealand. To be eligible, an association must ensure that its own members:

- a) Act to maintain high standards at all times;
- b) Are competent in their chosen sector through training;
- c) Maintain their skills through continuing professional development; and
- d) Commit to behaving ethically to protect the interests of the public and are of good character and professional standing.

13.3 In addition to the matters in 13.2, to be eligible for membership an association must encourage its members to hold, where applicable, professional, public and statutory liability insurance.

13.4 All associations accepted for membership under rule 13.2 are Full Members.

13.5 All Full Members must identify to the Society a natural person or persons who may exercise that Full Member's rights and responsibilities under these Rules, including exercising that Full Member's voting rights under these Rules ("Representative" or "Representatives", as the case may be). If a Full Member has more than one Representative, only one of those Representatives may exercise the Full Member's rights and responsibilities at a time. A Full Member may replace a Representative with another at any time.

13.6 Where a Representative appointed under rule 13.5 cannot attend any general meeting or AGM, that person may appoint an alternate person for that general meeting or AGM to exercise the rights and responsibilities of the Full Member which he or she represents.

13.7 Where a Full Member is an unincorporated association, that Full Member's membership will be in the name of the natural person who acts on its behalf.

13.8 The Society may have additional members without voting rights who do not necessarily meet the membership requirements in rules 13.2, 13.3 and 14.1 (other than 14.1(e)) (“Associate Members”). The Governance Group may accept Associate Members at its discretion, except that all Associate Members must meet the requirements of rule 14.1(e).

13.9 All Members have the rights and responsibilities set out in these Rules.

14.0 Admission of Members

14.1 To become a Member of the Society, the Applicant must provide to the Governance Group evidence:

- a) Of the contribution of their profession or professions and the association to the workplace health and safety of New Zealanders or other information demonstrating the commitment of the association to so contribute;
- b) That the association represents a material number of recognised professionals (within a single professional group or multiple professional groups) working within the workplace health and safety sector in New Zealand;
- c) That the association ensures that its own members meet the requirements in clause 13.2 above or has processes or requirements in place to ensure those requirements are met;
- d) That the association is taking steps to encourage its members to hold, where applicable, professional, public and statutory liability insurance, or its proposals for how it will provide such encouragement; and
- e) That the association aligns with and promotes the purposes of the Society and has a vision for the future of workplace health and safety in New Zealand that is shared with the Society and other members.

14.2 The Governance Group shall have complete discretion when it decides whether or not the Applicant meets the requirements that apply to the Applicant and whether or not to allow the Applicant to become a Member, even where the requirements in these rules are met. The Governance Group shall advise the Applicant of its decision, and that decision shall be final.

15.0 Conduct of Members

15.1 Respectful and professional behaviour is required from all Members and their Representatives.

15.2 Full Members commit to ensuring that their Representatives will attend two-thirds of the meetings annually.

16.0 Cessation and termination of Membership

16.1 A Member may resign from the Society by forwarding its resignation in writing to the Chairperson at least 28 days prior to the next general meeting.

16.2 The Society may expel a Member in the following way:

- a) If, for any reason whatsoever, the Governance Group is of the view that a Member is breaching the Rules, acting in a manner inconsistent with the purposes of the Society

or conducting itself in a manner prejudicial to the reputation of the Society, the Governance Group may give written notice of this to the Member (“the Governance Group’s Notice”) not less than 28 days prior to the Governance Group Meeting at which the matter is to be considered and voted upon. The Governance Group’s Notice must:

- (i) explain how the Member is breaching the Rules, acting in a manner inconsistent with the purposes of the Society or conducting itself in a manner prejudicial to the reputation of the Society; and
 - (ii) state what the Member must do in order to remedy the situation; or state that the Member must write to the Governance Group giving reasons why the Governance Group should not terminate the Member’s membership of the Society.
 - (iii) Not earlier than 28 days after the Member receives the Governance Group’s Notice, the Governance Group may vote to terminate the Member’s membership. A two-thirds majority of the Governance Group is required to terminate a Member’s membership.
- b) Where the Member concerned has been notified in accordance with these Rules and fails to attend the general meeting or make written submissions, the matter will still be dealt with in accordance with subparagraph (b) above.
- c) The decision of the Governance Group is final.
- 16.3 Any outstanding work or projects being worked on by the Member at the time its membership ends must be returned to the Secretary.

17.0 Register of Members

- 17.1 The Secretary shall keep a register of Members which shall contain the names, contact details and the dates on which they became Members.
- 17.2 Each Member shall provide such other details as the Governance Group requires.
- 17.3 Members shall have reasonable access to the register of Members.

18.0 Obligations of Members

- 18.1 All Members (and Governance Group Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

CONDUCT OF MEETINGS

19.0 Society Meetings

- 19.1 A Society Meeting is either an AGM or a general meeting (“Society Meeting”).
- 19.2 The Society is required to hold an AGM at least once a year.
- 19.3 General meetings may be held at any time.

20.0 General meetings

- 20.1 General meetings may be held at any time and the frequency will depend on the activities of the Society. General meetings may be held in person and/or by electronic means.
- 20.2 The Secretary must call a general meeting if:
- a) Directed to call a general meeting by the Governance Group;
 - b) Requested to do so in writing signed by at least a third of Governance Group Members;
or
 - c) Requested to do so in writing signed, on behalf of Full Members by their Representatives, by 40 per cent of Full Members entitled to vote.
- 20.3 All Full Members are entitled to have their Representatives attend and vote on their behalf at general meetings. Each Full Member is entitled to only one vote on each matter regardless of how many of their Representatives attend the general meeting or AGM.
- 20.4 The Secretary must call a general meeting by giving all Members 28 days' written notice.
- 20.5 For a general meeting to take place a quorum must be present. A quorum for a general meeting of the Society is attendance by the Representatives of two-thirds of Full Members entitled to vote. If a quorum is not present then no business can be transacted.
- 20.6 All general meetings shall be chaired by the Chairperson. If the Chairperson is not able to attend, the Representatives present may elect another Governance Group Member to chair that meeting. If no Governance Group Members are present, the Representatives present may elect another attendee to chair that meeting. Any person chairing a general meeting has a casting vote, that is, a second vote.
- 20.7 Minutes must be kept of all general meetings and provided to all Members within 28 days of the meeting.
- 20.8 If a meeting is held wholly or partly by electronic means:
- a) The electronic means must be reasonably accessible by Members;
 - b) The electronic means must permit Representatives attending electronically to participate in the meeting;
 - c) Any Representative may attend electronically and, if so, their attendance will be counted for the purpose of the quorum; and
 - d) Any vote may be held wholly or partly by electronic means, in which case:
 - (i) The electronic means must be reasonably accessible by all persons entitled to vote;
 - (ii) The electronic means must operate with integrity and a reasonable level of accuracy; and
 - (iii) The Society must retain a record of the process followed for at least two years from the date of the meeting in order to verify compliance with this clause.

21.0 Annual General Meeting

- 21.1 The AGM is attended by Governance Group Members, Representatives, Associate Members (or natural persons representing Associate Members) and other invited guests. This meeting

is a public statement about the Society's financial position and the activities and achievements of the previous year. The AGM is an opportunity for the Society to officially elect Governance Group Members and to present audited or verified financial statements to the Members.

- 21.2 An AGM must be held within four months of the end of the Society's financial year.
- 21.3 The Secretary must give written notice to each Member of the AGM specifying the place and/or electronic means for holding the AGM, date and time of the AGM and the nature of the business, including the fact that it is the AGM. The notice must be given at least 28 days before the AGM.
- 21.4 Notice of any special resolutions under paragraph 23.1 must be given to Members at least 28 days before the AGM. For convenience, the notice of meeting and any notice of special resolutions can be sent to Members together.
- 21.5 The notice of AGM must include the business to be covered at the AGM, which must include:
- a) Receiving the statement of income, expenditure, assets, liabilities and mortgages, charges and securities affecting the property of the Society for the last financial year (which must be included with the notice);
 - b) Receiving the auditor's or verifier's report on the financial affairs of the Society for the last financial year (which must be included with the notice);
 - c) Presenting the audited or verified financial statements to be presented at the AGM for adoption (which must be included with the notice);
 - d) Electing members of the Governance Group; and
 - e) The appointment of a Reviewer in accordance with paragraph 31.1.
- 21.6 The format of the AGM will be similar to that of a general meeting, however the previous minutes will be from the previous AGM, not the previous general meeting.
- 21.7 The AGM shall be chaired by the Chairperson. If the Chairperson is unable to attend, the Representatives present may elect another Governance Group Member to chair that meeting. If no Governance Group Members are present, the Representatives present may elect another attendee to chair that meeting. If the Chairperson is standing for re-election, he or she will usually step aside as chair of the meeting and arrange for another Governance Group Member to chair that section of the AGM and conduct the election.
- 21.8 Minutes must be kept of all AGMs. The minutes kept must state specifically that they are minutes of the AGM.

22.0 Voting at meetings

- 22.1 The Chairperson of any meeting is responsible for supervising and administering the voting.
- 22.2 Full Members can vote by proxy at all general meetings, including the AGM. The Secretary must obtain written evidence of proxy votes a minimum of 24 hours in advance of the meeting, so that the Member can demonstrate to other Members that voting is in good faith.

- 22.3 Each question, matter or resolution, other than a special resolution, must be decided by a two-thirds majority of the votes of Full Members whose votes are cast at that meeting.
- 22.4 Each Full Member is entitled to one vote only for each matter and, if the votes are equal, the Chairperson has a casting vote, that is, a second vote.
- 22.5 A Representative is not entitled to exercise the vote of a Full Member at a meeting if that Full Member's annual subscription is in arrears at the date of the meeting.
- 22.6 The method of voting is to be decided by the Chairperson. However, if at least 20 per cent of the Representatives of Full Members present at a general meeting demand a secret ballot, voting must be by secret ballot.
- 22.7 If a secret ballot is held, the Chairperson must appoint 2 Representatives of Full Members to conduct the secret ballot in the way the Chairperson decides.
- 22.8 The result of a secret ballot, as declared by the Chairperson, is taken to be a resolution of the meeting at which the ballot was held.

23.0 Special resolutions

- 23.1 A 'special resolution' is a resolution that is passed at a general meeting or the AGM by the votes of 75 per cent of the Representatives of Full Members present at the meeting and entitled to vote.
- 23.2 Matters that must be decided by special resolution are a:
- a) Change of name for the Society;
 - b) Change to the Society's Rules; or
 - c) Decision to wind up the Society.

24.0 Motions

- 24.1 A motion is a proposal that is put before a meeting for discussion and a decision. If a motion is passed, it becomes a resolution. Resolutions are binding and shall be recorded in the minutes.
- 24.2 Motions shall be placed on the agenda so Members have adequate time to consider them before the meeting.
- 24.3 Any Full Member entitled to vote may request that a motion be voted on ("Member's Motion") at a particular general meeting by giving written notice to the Secretary at least 28 days before that meeting. That Full Member may also provide information in support of the motion ("Member's Information"). The Governance Group may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed by at least 40 per cent of Representatives of Full Members the:
- a) Member's Motion must be voted on at the general meeting chosen by the Full Member; and
 - b) Secretary must give the Member's Information to all Full Members at least 14 days before the general meeting chosen by the Full Member.

- 24.4 If the Secretary fails to do this, the Full Member has the right to raise the motion at the next general meeting.
- 24.5 The Governance Group may also decide to put forward motions for the Society to vote on (“Governance Group Motions”), which shall be notified to Full Members at least 28 days in advance of the meeting in which it will be voted on. The Governance Group may provide notice to Associate Members if it wishes.
- 25.6 The results of motion voting shall be notified to all Members and be minuted.

26.0 Minutes

- 26.1 The Society must record minutes at all meetings, including management Governance Group Meetings, general meetings and the AGM.
- 26.2 The Secretary is ultimately responsible for ensuring the Society’s minutes are maintained accurately. The minutes of meetings provide a permanent official record of the business transacted. They should form a clear and concise summary of the proceedings of the meeting.
- 26.3 If asked by a Member the Secretary must, within 28 days, make the minutes for a particular general meeting available.
- 26.4 To ensure the accuracy of the minutes, the minutes of:
- a) Each general meeting must be signed by the Chairperson of the meeting or the Chairperson of the next general meeting, verifying their accuracy; and
 - b) The AGM must be signed by the Chairperson of the AGM, or the Chairperson of the next Society Meeting, that is a general meeting or AGM, verifying their accuracy.
- 26.5 The minutes shall include:
- a) Details of the day, date and place of the meeting (and/or electronic means by which the AGM was held) and the time of commencement;
 - b) The names of those present (including the Member they represent) and details of any apologies received;
 - c) That the Chairperson announced a quorum was present and that the meeting was duly constituted;
 - d) A reference to minutes of the previous general meeting and the signing of them as a correct record;
 - e) Details of every resolution put to Members and whether it was passed with the required majority;
 - f) Details of Members voting against a motion or abstaining from voting, if those Members request that this be recorded;
 - g) Details of any appointments made and Members elected to office;
 - h) Details of election of Governance Group Members (if applicable);
 - i) An overview of discussions concerning decisions made at the meeting;
 - j) Decisions made at management Governance Group Meetings;

- k) The date and time for the next meeting, if this is determined during the meeting; and
- l) The time that the meeting closed.

MONEY AND OTHER ASSETS OF THE SOCIETY

27.0 Use of money and other assets

27.1 The Society may only use money and other assets if:

- a) It is for a purpose of the Society;
- b) It is not for the sole personal or individual benefit of any Member; and
- c) That use has been approved by either the Governance Group or by two-thirds majority vote of the Society.

27.2 Despite clause 27.1 (b), the Society may use money and other assets for the payment of:

- a) Professional services rendered to the Society by a Member in the course of business that are charged at a rate that is not greater than current market rates; or
- b) Interest on money lent by a Member to the Society at a rate that is not greater than current market rates.

28.0 Joining Fees, Subscriptions and Levies

28.1 The Society may decide to set a joining fee, subscription or levy as required for Society activities. Such a resolution will be passed by a two-thirds majority of those Representatives of Full Members present and entitled to vote at a general meeting.

28.2 If any Member does not pay the subscription or levy by the date set by the Society, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the Member shall have no membership rights and shall not be entitled to participate in any Society activity.

29.0 Additional Powers

29.1 The Society may:

- a) Employ people for the purposes of the Society;
- b) Exercise any power a trustee might exercise;
- c) Invest in any investment that a trustee might invest in; and
- d) Borrow money and provide security for the purposes of investment if authorised by a two-thirds majority vote at any Society Meeting.

30.0 Financial Year

30.1 The financial year of the Society begins on the 1st of April every year and ends on the 31st of March of the next year.

31.0 Assurance on the Financial Statements

31.1 The Society shall appoint an accountant to conduct a review of the annual financial statements of the Society (“the Reviewer”):

- a) where requested by 5 per cent of Representatives of Full Members present at any properly convened general meeting and entitled to vote; or
- b) where the Governance Group decides to do so.

31.2 The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer’s attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Society’s accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a Governance Group Member or an employee of the Society. If the Society appoints a Reviewer who is unable to act for some reason, the Governance Group shall appoint another Reviewer as a replacement.

31.3 The Governance Group is responsible for providing the Reviewer with:

- a) Access to all information which the Governance Group is aware of that is relevant to the preparation of the financial statements such as records, documentation and other matters;
- b) Additional information that the Reviewer may request from the Governance Group for the purpose of the review; and

Reasonable access to persons within the Society from whom the Reviewer determines it necessary to obtain evidence.

32.0 Delegated Authority

32.1 The Chair and Executive Director have delegated authority from the Governance Group to approve commitments and expenditure as per a delegated authority policy approved by the Governance Group from time to time. Any commitment or expenditure outside of that authorised by a delegated authority policy must be authorised by the Governance Group in writing.

COMMON SEAL

32.0 Common seal

32.1 The Governance Group shall provide a common seal for the Society and may from time to time replace it with a new one.

32.2 The Secretary shall have custody of the common seal which shall only be used by the authority of the Governance Group. Every document to which the common seal is affixed

shall be signed by the Chairperson and countersigned by the Secretary or a Governance Group Member.

ALTERING THE RULES

33.0 Altering the Rules

- 33.1 The Society may alter or replace these Rules at a general meeting by a resolution passed by a special resolution (see rule 23).
- 33.2 Any proposed motion to amend or replace these Rules shall be signed by the Representatives of at least 50 per cent of Full Members entitled to vote and given in writing to the Secretary at least 28 days before the general meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 33.3 At least 14 days before the general meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Governance Group has.
- 33.4 When a Rule change is approved by a general meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.
- 33.5 The Inland Revenue Department must approve any addition to or alteration to clauses 27.1 (b), 34.2 and this clause 33.5. The provisions and effect of these clauses must not be removed from this document and shall be included and implied into any document that replaces this document.

WINDING UP

34.0 Winding up the Society

- 34.1 The Society may be wound up if, at a general meeting or an AGM, such a resolution is passed.
- 34.2 Upon the winding up of the Society and after the satisfaction of all debts and liabilities, any property or funds that remain outstanding shall be donated to any organisations to advance a charitable purpose or charitable purposes (as defined in section 5(1) of the Charities Act 2005), as a general meeting of the Society may decide, provided that no Member shall receive any personal gain.